

monitor the conversion process and shall ensure that the conversion is conducted lawfully and under the approved plan of conversion.

" § 54B-34.2. Conversion to bank.

(a) A savings and loan association, upon a majority vote of its board of directors, may apply to the Administrator for permission to convert to a bank, as defined under G.S. 53-1(1), or to a national bank or other form of depository institution and for certification of appropriate amendments to its certificate of incorporation to effect the change. Upon receipt of an application to so convert, the Administrator shall examine all facts connected with the conversion including receipt of approval of the converting institution's plan of conversion by other federal or state regulatory agencies having jurisdiction over the institution upon completion of its conversion. The depository institution applying for permission to convert shall pay all the expenses and costs of examination.

(b) The converting depository institution shall submit a plan of conversion as a part of the application to the Administrator. The Administrator may approve it with or without amendment. If the Administrator approves the plan, then the plan shall be submitted to the members or stockholders as provided in subsection (c) of this section. If the Administrator refuses to approve the plan, the Administrator's objections shall be stated in writing and the converting depository institution shall be given an opportunity to amend its plan to obviate the objections or to appeal the Administrator's decision to the Commission.

(c) After lawful notice to the members or stockholders of the converting depository institution and full and fair disclosure, the substance of the plan shall be approved by the members or the shareholders at a duly called and properly convened meeting of the members or shareholders. Following the meeting of the members or shareholders, the results of the vote certified by an appropriate officer of the converting depository institution shall be filed with the Administrator. The Administrator shall then either approve or disapprove the requested conversion to a bank, national bank, or other form of depository institution. After approval of the conversion, the Administrator shall supervise and monitor the conversion process and shall ensure that the conversion is conducted lawfully and under the approved plan of conversion."

Sec. 6. Article 3 of Chapter 54C of the General Statutes is amended by adding the following new section to read:

" § 54C-47. Conversion to bank.

(a) A State savings bank, upon a majority vote of its board of directors, may apply to the Administrator for permission to convert to a bank, as defined under G.S. 53-1(1), or to a national bank or other